

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

(Jointly Administered)

Objection Deadline: July 20, 2004 @ 4:00 p.m.

**THIRTY-THIRD MONTHLY FEE APPLICATION OF KRAMER  
LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO THE  
OFFICIAL COMMITTEE OF EQUITY HOLDERS, FOR  
COMPENSATION AND REIMBURSEMENT OF DISBURSEMENTS FOR THE  
PERIOD FROM APRIL 1, 2004 THROUGH APRIL 30, 2004**

Name of Applicant: Kramer Levin Naftalis & Frankel LLP

Authorized to Provide  
Professional Services to: Official Committee of Equity Holders

Date of Retention: As of July 18, 2001 nunc pro tunc

Period for which compensation  
and reimbursement is sought: April 1, 2004 through and  
including April 30, 2004

Amount of Compensation sought as  
actual, reasonable and necessary: \$14,373.50

Amount of Expense Reimbursement sought as  
actual, reasonable and necessary: \$389.30

This is a(n): x monthly      interim application

**Prior Applications:**

Date Filed	Period Covered	Requested Fees/ Expenses	Paid Fees/ Expenses
February 28, 2002	January 1, 2002 - January 31, 2002	\$23,807.50 \$1,961.58	\$19,046.00 \$1,961.58
April 1, 2002	February 1, 2002 - February 28, 2002	\$36,382.50 \$2,894.44	\$29,106.00 \$2,894.44
May 8, 2002	March 1, 2002 - March 31, 2002	\$32,575.00 \$2,107.64	\$26,060.00 \$2,107.64
May 15, 2002 (Quarterly)	January 1, 2002 - March 31, 2002	\$92,765.00 \$6,963.66	\$92,765.00 \$6,963.66
June 17, 2002	April 1, 2002 - April 30, 2002	\$28,794.00 \$2,669.24	\$23,035.20 \$2,669.24
August 5, 2002	May 1, 2002 May 31, 2002	\$24,232.00 \$2,299.11	\$19,385.60 \$2,299.11
September 4, 2002	June 1, 2002 June 30, 2002	\$20,392.50 \$388.61	\$16,314.00 \$388.61
September 18 2002 (Quarterly)	April 1, 2002 June 30, 2002	\$73,418.50 \$5,356.96	\$69,340.00 <sup>1</sup> \$5,356.96
November 4, 2002	July 1, 2002 July 31, 2002	\$28,083.50 \$1,121.59	\$22,466.80 \$1,121.59
October 24, 2002	August 1, 2002 August 31, 2002	\$33,598.50 \$7,190.62	\$26,878.80 \$7,190.62
November 5, 2002	September 1, 2002 September 30, 2002	\$25,584.50 \$1,761.46	\$20,467.60 \$1,761.46
November 21, 2002 (Quarterly)	July 1, 2002 September 30, 2002	\$87,266.50 \$10,070.69	Approved on 3/14/03 Doc. No. 3511, but 20% hold- back not yet paid
November 25, 2002	October 1, 2002 October 31, 2002	\$39,887.50 \$2,124.93	\$31,910.00 \$2,124.93

<sup>1</sup> The twenty percent holdback (\$4,078.50) for the month of June, 2002 is still outstanding.

January 14, 2003	November 1, 2002 November 30, 2002	\$18,704.00 \$652.12	\$14,963.20 \$652.12
February 10, 2003	December 1, 2002 December 31, 2002	\$11,853.50 \$816.82	\$9,482.80 \$816.82
February 25, 2003	January 1, 2003 January 31, 2003	\$11,100.00 \$927.47	\$8,880.00 \$927.47
March 11, 2003	October 1, 2002 December 31, 2002	\$70,445.00 \$3,575.61	Approved on 7/28/03 Doc. No. 4157, but 20% hold- back not yet paid
April 8, 2003	February 1, 2003 February 28, 2003	\$13,418.00 \$240.08	\$10,734.40 \$240.08
May 6, 2003	March 1, 2002 March 31, 2003	\$26,969.00 \$452.38	\$21,575.20 \$452.38
May 15, 2003	January 1, 2003 March 31, 2002	\$51,487.00 \$1,619.93	Approved on 9/22/03 Doc. No. 3511, but 20% hold- back not yet paid
June 4, 2003	April 1, 2003 April 30, 2003	\$7,609.00 \$1,594.42	\$6,087.20 \$1,594.42
June 26, 2003	May 1, 2003 May 31, 2003	\$9,411.00 \$107.57	\$7,528.77 \$107.57
August 13, 2003	June 1, 2003 June 30, 2003	\$10,427.00 \$137.09	\$8,341.60 \$137.09
August 21, 2003	April 1, 2003 June 30, 2003	\$27,447.00 \$1,839.08	Approved on 12/15/03 Doc. No. 4827, but 20% hold- back not yet paid
September 25, 2003	July 1, 2003 July 31, 2003	\$9,272.50 \$32.30	\$7,418.00 \$32.30
October 2, 2003	August 1, 2003 August 31, 2003	\$9,815.50 \$130.93	\$489.69 \$130.93
November 26, 2003	September 1, 2003 September 30, 2003	\$15,004.00 \$334.63	\$12,003.20 \$334.63
December 19, 2003	October 1, 2003 October 31, 2003	\$13,134.00 \$174.04	\$10,507.20 \$174.04
January 6, 2004	November 1, 2003 November 30, 2003	\$14,537.00 \$273.00	\$11,629.60 \$273.00

January 29, 2004	December 1, 2003 December 31, 2003	\$17,595.00 \$1,599.14	\$14,076.00 \$1,599.14
February 27, 2004	January 1, 2004 January 31, 2004	\$8,979.00 \$436.37	\$7183.20 \$436.47
May 5, 2004	February 1, 2004 February 29, 2004	\$8,888.00 \$545.85	pending
May 28, 2004	March 1, 2004 March 31, 2004	\$14,550.00 \$472.11	pending

**SUMMARY OF TIME FOR BILLING PERIOD**  
**APRIL 1, 2004 THROUGH APRIL 30, 2004**

Name	Hourly Billing Rate	Total Billed Hours	Total Compensation
Bentley, Philip	565.00	10.90	\$6,158.50
Bentley, Philip	282.50	2.20	\$621.50
Becker, Gary M.	495.00	10.60	\$5,247.00
Klein, David	390.00	2.90	\$1,131.00
Eliassen, Erin	260.00	1.90	\$494.00
Mangual, Kathleen	195.00	3.70	\$721.50
<b>Total</b>		<b>32.20</b>	<b>\$14,373.50</b>

**COMPENSATION SUMMARY BY PROJECT CATEGORY**


Project Category	Total Hours for the Period 4/1/04 through 4/30/04	Total Fees for the Period 4/1/04 through 4/30/04
Case Administration	7.10	\$2,331.00
Claim Analysis Objection & Resolution (Asbestos)	4.30	\$2,205.50
Creditor Committee	4.60	\$2,466.00
Bankruptcy Motions	6.60	\$2,827.50
Fee Applications, Applicant	0.70	\$136.50
Hearings	6.70	\$3,785.50
Travel/Non-Working	2.20	\$621.50
<b>Total</b>	<b>32.20</b>	<b>\$14,373.50</b>

**EXPENSE SUMMARY**

Expense Category	Total Expenses For the Period 4/1/04 through 4/30/04
Telecopier	\$2.00
Photocopying	\$22.50
Long-Distance Tel.	\$0.30
Cabfares	\$72.50
Meals/In House	\$28.00
Out-of-Town Travel	\$264.00
<b>Total</b>	<b>\$389.30</b>

KRAMER LEVIN NAFTALIS & FRANKEL LLP

By: \_\_\_\_\_

  
Gary M. Becker  
919 Third Avenue  
New York, New York 10022  
(212) 715-9100

Counsel to the Official Committee of  
Equity Holders

Dated: June 29, 2004